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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

28010-HHHH HHH
RECORDATION NO. _____ **FILED**

November 22, 2011

NOV 22 '11 -5:00 PM

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release of Security Interest Series C, dated as of November 16, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum and Restated Comprehensive Memorandum of Security Agreements previously filed with the Board under Recordation Number 28010-YYYYY

The name and address of the party to the enclosed document are.

Secured Party: Deutsche Bank Trust Company Americas
as Series C Subsidiary Collateral Agent
60 Wall Street, 26th Floor
New York, NY 10005

[Grantors: The CIT Group/Equipment Financing, Inc.
The CIT Group/Corporate Aviation, Inc.
c/o CIT Group Inc.
1 CIT Drive
Livingston, NJ 07039]

Chief, Section of Administration
November 22, 2011
Page 2

A description of the railroad equipment covered by the enclosed document is:

100 covered hopper railcars CEFX 311100 – CEFX 311199.

A short summary of the document to appear in the index is:

Partial Termination and Release of Security Interest Series C.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Ed M Luria".

Edward M Luria

EML/sem
Enclosures

NOV 22 '11 -5 0 0 PM

SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST
Series C

The undersigned, DEUTSCHE BANK TRUST COMPANY AMERICAS, as Subsidiary Collateral Agent (as defined in the Collateral Agreement described below) for the Subsidiary Secured Parties (in such capacity, the "Collateral Agent"), does hereby terminate, release and discharge the security interest held by it on that certain railroad equipment identified on Exhibit A attached hereto (the "Released Equipment"), without recourse, representation or warranty.

Such security interest was granted pursuant to that certain Series C Collateral Agreement, dated as of March 30, 2011 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), pursuant to which, among other things, The CIT Group/Equipment Financing, Inc., The CIT Group/Corporate Aviation, Inc. and C.I.T. Leasing Corporation (collectively, the "Grantors"), granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a lien on, and security interest in, all of its right, title and interest in, to and under, *inter alia*, certain of each such Grantor's railcars and other rolling stock, whether now owned or hereafter acquired, a Memorandum of which was recorded with the Surface Transportation Board under Recordation No. 28010-XXXX. An amended and restated Memorandum of such security interest was subsequently recorded with the Surface Transportation Board under Recordation No. 28010-YYYYY.

This instrument shall be governed by, and construed in accordance with, the law of the State of New York.

This instrument is executed upon the express conditions that (a) nothing herein contained shall be construed to release from the lien of the aforesaid Collateral Agreement or to impair said lien upon any property subject thereto, except the Released Equipment and (b) the foregoing release shall not apply to the proceeds of the disposition of the Released Equipment, which proceeds shall be subject to the lien of the aforesaid Collateral Agreement to the extent provided for therein.

[Signature pages follow]

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent

By: Irene Siegel

Name: Irene Siegel
Title: Vice President

By: Maria Inoa

Name: MARIA INOA
Title: ASSOCIATE

NOTARY STATEMENT

STATE OF NEW YORK)
COUNTY OF NEW YORK)

I, DIANE VASCONEZ, a Notary Public, qualified in NEW YORK County,
New York, do hereby certify that on this 16 day of NOV, 2011, personally appeared
Irene Siegel and MARIA Inoa, who acknowledged themselves
to be VP and ASSOCIATE, respectively of Deutsche
Bank Trust Company Americas, as Subsidiary Collateral Agent and that they, as such officers being
authorized to do so, executed the foregoing instrument in the capacity therein contained and for the
purposes therein contained

IN WITNESS WHEREOF, I hereunto set my hand.

Diane E. Vasconez
Notary Public

My commission expires: _____

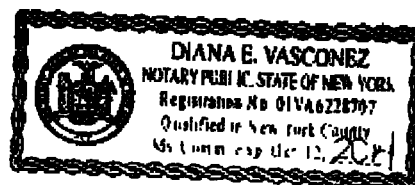


Exhibit A

One hundred (100) covered hopper cars, marked and numbered as follows:

	<u>Mark</u>	<u>Number</u>	<u>EIN</u>		<u>Mark</u>	<u>Number</u>	<u>EIN</u>
1	CEFX	311100	1009249	40	CEFX	311140	1009241
2	CEFX	311101	1009322	41	CEFX	311141	1009290
3	CEFX	311103	1009186	42	CEFX	311142	1009245
4	CEFX	311105	1009298	43	CEFX	311143	1009199
5	CEFX	311108	1009290	44	CEFX	311144	1009232
6	CEFX	311112	1009312	45	CEFX	311145	1009278
7	CEFX	311115	1009321	46	CEFX	311146	1009178
8	CEFX	311117	1009255	47	CEFX	311147	1009353
9	CEFX	311118	1009213	48	CEFX	311148	1009231
10	CEFX	311119	1009207	49	CEFX	311149	1009218
11	CEFX	311121	1009256	50	CEFX	311150	1009217
12	CEFX	311122	1009174	51	CEFX	311151	1009334
13	CEFX	311123	1009174	52	CEFX	311152	1009172
14	CEFX	311124	1009216	53	CEFX	311153	1009226
15	CEFX	311127	1009205	54	CEFX	311154	1009291
16	CEFX	311113	1009180	55	CEFX	311155	1009316
17	CEFX	311104	1009288	56	CEFX	311156	1009280
18	CEFX	311107	1009239	57	CEFX	311157	1009246
19	CEFX	311109	1009250	58	CEFX	311158	1009224
20	CEFX	311110	1009364	59	CEFX	311159	1009222
21	CEFX	311111	1009342	60	CEFX	311160	1009270
22	CEFX	311114	1009277	61	CEFX	311161	1009220
23	CEFX	311116	1009363	62	CEFX	311162	1009367
24	CEFX	311102	1009287	63	CEFX	311163	1009315
25	CEFX	311106	1009253	64	CEFX	311164	1009237
26	CEFX	311120	1009252	65	CEFX	311165	1009318
27	CEFX	311125	1009350	66	CEFX	311166	1009300
28	CEFX	311126	1009283	67	CEFX	311167	1009361
29	CEFX	311128	1009301	68	CEFX	311168	1009347
30	CEFX	311129	1009351	69	CEFX	311169	1009292
31	CEFX	311130	1009352	70	CEFX	311170	1009279
32	CEFX	311131	1009336	71	CEFX	311171	1009188
33	CEFX	311132	1009314	72	CEFX	311172	1009337
34	CEFX	311133	1009200	73	CEFX	311173	1009261
35	CEFX	311134	1009179	74	CEFX	311174	1009192
36	CEFX	311135	1009235	75	CEFX	311175	1009362
37	CEFX	311137	1009193	76	CEFX	311176	1009208
38	CEFX	311138	1009276	77	CEFX	311177	1009175
39	CEFX	311139	1009348	78	CEFX	311178	1009203

	<u>Mark</u>	<u>Number</u>	<u>EIN</u>
79	CEFX	311179	1009189
80	CEFX	311180	1009310
81	CEFX	311181	1009211
82	CEFX	311182	1009254
83	CEFX	311183	1009197
84	CEFX	311184	1009369
85	CEFX	311185	1009332
86	CEFX	311186	1009268
87	CEFX	311187	1009204
88	CEFX	311188	1009202
89	CEFX	311189	1009309
90	CEFX	311190	1009247

	<u>Mark</u>	<u>Number</u>	<u>EIN</u>
91	CEFX	311191	1009251
92	CEFX	311195	1009215
93	CEFX	311197	1009331
94	CEFX	311199	1009360
95	CEFX	311192	1009214
96	CEFX	311193	1009170
97	CEFX	311194	1009267
98	CEFX	311198	1009320
99	CEFX	311198	1009358
100	CEFX	311138	1009311

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11-22-11

Edward M Luria
Edward M Luria